

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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ROGER EGAN,

Plaintiff,

-against-

MARSH & MCLENNAN COMPANIES, INC.,

Defendant.  
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No. 07 Civ. 7134 (SAS)

DECLARATION OF ROBERT N.  
HOLTZMAN IN SUPPORT OF  
DEFENDANT'S MOTION TO  
DISMISS PLAINTIFF'S SECOND  
AMENDED COMPLAINT

ROBERT N. HOLTZMAN, an attorney duly admitted to practice before the Bar  
of this Court, hereby declares as follows:

1. I am a member of the firm of Kramer Levin Naftalis & Frankel LLP,  
attorneys for defendant Marsh & McLennan Companies, Inc. ("MMC") in the above-captioned  
matter.

2. I submit this declaration to provide the Court with a true and correct copy  
of the following document in support of Defendant's motion to dismiss, which are incorporated  
in the Complaint by reference or are integral to the complaint, *Subaru Distribs. Corp. v. Subaru  
of Am., Inc.*, 425 F.3d 119, 122 (2d Cir. 2005):

- a) Marsh USA Inc. Severance Pay Plan (the "SPP") (Exhibit A).
- b) Marsh Inc. Fall 2004 Restructuring Severance Pay Plan (the  
"Restructuring SPP") (Exhibit B).

3. I also submit this declaration to certify that the parties have exchanged  
pre-motion letters in accordance with Section III(B) of Your Honor's Individual Rules and  
Procedures.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: New York, New York  
March 10, 2008

s/ Robert N. Holtzman  
Robert N. Holtzman